

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
GILLES BRANSBOURG, Individually and	:
on Behalf of All Others Similarly Situated,	:
	:
Plaintiff,	:
	:
	Civil Action No.: 1:08-cv-05054 (RWS)
	:
v.	:
THE BEAR STEARNS COMPANIES INC.,	:
JAMES E. CAYNE, ALAN D. SCHWARTZ,	:
WARREN J. SPECTOR, SAMUEL L.	:
MOLINARO, JR. and ALAN C. GREENBERG,	:
	:
Defendants.	:
	:
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**NOTICE OF MOTION OF GILLES BRANSBOURG FOR
APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL
OF COUNSEL AS LEAD COUNSEL FOR THE CLASS**

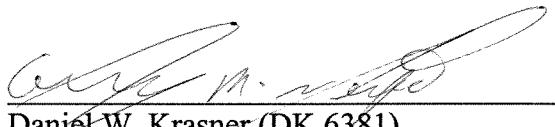
PLEASE TAKE NOTICE, that upon the annexed declaration of Gregory M. Nespole and memorandum of law, Gilles Bransbourg (“Bransbourg”) will move this Court, located at the Courthouse, 500 Pearl Street, New York, New York 10007, on September 8, 2008, or as soon thereafter as counsel may be heard, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), for entry of an Order: (i) appointing Bransbourg as Lead Plaintiff in the above-captioned action on behalf of all current and former employees of The Bear Stearns Companies Inc. (“Bear Stearns” or the “Company”), other than Defendants, compensated, in part, by Restricted Stock Units (“RSUs”) and/or capital accumulation plan units (“CAP Units”) in connection with their participation in the Company’s Restricted Stock Unit Plan (the “RSU Plan”) and/or Capital Accumulation Plan (the “CAP Plan”), and whose rights were vested under the terms of the plans between December 14, 2006

and March 14, 2008, thus providing them with a present entitlement to be paid and/or credited an equivalent number of shares of Bear Stearns's common stock at the end of a specified deferral period (the "Class"); and (ii) approving his choice of Wolf Haldenstein Adler Freeman & Herz LLP as Lead Counsel.

PLEASE TAKE FURTHER NOTICE, that Bransbourg, as the proposed Lead Plaintiff for the Class, has timely filed his motion and, pursuant to the PSLRA, possesses a substantial financial interest in the outcome of the case for the Class and is otherwise the most adequate Lead Plaintiff. Moreover, Bransbourg satisfies the requirements of the PSLRA and Rule 23 of the Federal Rules of Civil Procedure in that his claims are typical of the claims of the Class, and he will fairly and adequately represent the interests of the Class. Finally, Bransbourg's selected counsel is a nationally recognized firm with extensive experience and expertise in securities fraud and other class actions.

Dated: New York, New York
August 19, 2008

WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP

By: 

Daniel W. Krasner (DK 6381)
Gregory M. Nespolo (GN 6820)
Malcolm T. Brown (MB 3272)
270 Madison Avenue
New York, New York 10016
(212) 545-4600

*Attorneys for Gilles Bransbourg and
Proposed Lead Counsel for the Class*

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MOLINARO, JR. and ALAN C. GREENBERG,	:	
	:	
Defendants.	:	
	:	
-----X		

**[PROPOSED] ORDER APPOINTING LEAD PLAINTIFF
AND APPROVING SELECTION OF LEAD COUNSEL**

Upon consideration of the motion of Gilles Bransbourg (“Bransbourg”) for appointment as Lead Plaintiff and approval of counsel as lead Counsel for the Class, and all the papers submitted in connection therewith, and good cause appearing,

IT IS HEREBY ORDERED THAT:

1. Bransbourg is appointed as Lead Plaintiff for the Class in the captioned action and any related action subsequently filed or transferred to this Court, pursuant to the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), section 21D(a)(3)(B), 15 U.S.C. § 78u-4 of the Securities Exchange Act of 1934.
2. Pursuant to section 21D(a)(3)(B)(v) of the PLSRA, Bransbourg has selected and retained the law firm of Wolf Haldenstein Adler Freeman & Herz LLP as Lead Counsel in this action. The Court approves the selection of Wolf Haldenstein Adler Freeman & Herz LLP to serve as Lead Counsel for the Class.

3. Lead Counsel for the Class shall have the following responsibilities and duties, to be carried out either personally or through counsel whom Lead Counsel shall designate:

- a. the briefing and argument of motions;
- b. the conduct of discovery proceedings;
- c. the examination of witnesses in depositions;
- d. the selection of counsel to act as spokesperson at pretrial conferences;
- e. to call meetings of the plaintiffs' counsel as they deem necessary and appropriate from time to time;
- f. to conduct all settlement negotiations with counsel for defendants;
- g. to conduct and/or direct the pretrial discovery proceedings and the preparation for trial of this matter and to delegate work responsibilities to selected counsel as may be required; and,
- h. to supervise any other matters concerning the prosecution, resolution or settlement of this action.

4. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by any plaintiff in the Class without the approval of Lead Counsel, so as to prevent the duplicative pleadings or discovery by plaintiffs. No settlement negotiations shall be conducted without the approval of Lead Counsel.

5. Lead Counsel shall have the responsibility of receiving and disseminating Court orders and notices, other than as may be served through this Court's ECF System.

6. Lead Counsel shall be the contact between plaintiffs' counsel and defendants' counsel, as well as the spokesperson for plaintiffs' counsel, and shall direct and coordinate the activities of plaintiffs' counsel.

7. Other than as served through the Court's ECF System, defendants shall effect service of papers on plaintiffs by serving a copy of same on Lead Counsel by overnight mail service, telecopy or hand delivery. Other than as served through the Court's ECF System, Lead Counsel shall serve copies of such papers on the other plaintiffs' counsel by first-class mail. Other than as served through the Court's ECF System, plaintiffs shall effect service of papers on defendants by serving a copy on defendants' counsel by overnight mail service, telecopy, or hand delivery.

8. During the pendency of this litigation, or until further order of this Court, the parties shall take reasonable steps to preserve all documents within their possession, custody, or control, including computer-generated and stored information, and materials such as computerized data and electronic mail, containing information which is relevant to the subject matter of the pending litigation.

9. The Court hereby orders that Lead Plaintiff for the Class is permitted to file an amended class action complaint within 45 days of this Order.

SO ORDERED, this _____ day of _____, 2008.

ROBERT W. SWEET, U.S.D.J.

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MOLINARO, JR. and ALAN C. GREENBERG,	:	
	:	
Defendants.	:	
	:	

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CERTIFICATE OF SERVICE

Gregory Mark Nespole hereby certifies that, on August 19, 2008, true and correct copies of the following documents were caused to be electronically filed with the Clerk, United States District Court, Southern District of New York, using the ECF system:

- A. Notice of Motion of Gilles Bransbourg for Appointment as Lead Plaintiff and Approval of Counsel as Lead Counsel for the Class;
- B. Memorandum of Law in support of Motion for Appointment as Lead Plaintiff and Approval of Counsel as Lead Counsel for the Class;
- C. Declaration of Gregory M. Nespole in support of Motion for Appointment as Lead Plaintiff and Approval of Counsel as Lead Counsel for the Class; and
- D. [Proposed] Order Appointing Lead Plaintiff and Approving Selection of Lead Counsel.

The ECF system will deliver notification of filing of the above-referenced documents to the following counsel:

tdubbs@labaton.com, jbleichmar@labaton.com, jjohnson@labaton.com,
jblock@bermanesq.com, pegan@bermanesq.com, sd@lerachlaw.com,
drosenfeld@csgr.com, jfruchter@fruchtertwersky.com, jerry@blbglaw.com,
seidman@bernlieb.com, brower@browerpiven.com, egoldstein@paulweiss.com,
jhurwitz@paulweiss.com, bkarp@paulweiss.com, dtoal@paulweiss.com,
christopher.giampapa@srz.com, alan.glickman@srz.com, gary.stein@srz.com,
dfrankel@kramerlevin.com, jsaks@kramerlevin.com, sinaiko@kramerlevin.com,
jkasner@skadden.com, ssaltzst@skadden.com.

I also hereby certify that true and correct copies of the foregoing documents were caused to be served by first class mail, postage pre-paid, upon the following counsel:

William B. Federman
Federman & Sherwood
10205 N. Pennsylvania Avenue
Oklahoma City, OK 73102

David C. Walton
Coughlin, Stoia, Geller, Rudman
& Robbins, L.L.P.
655 W. Broadway, Suite 1900
San Diego, CA 92101-3301

Abigail R. Romero
Berman De Valerio Pease Tabacco
Burt & Pucillo
One Liberty Square, 8th Fl.
Boston, MA 02109

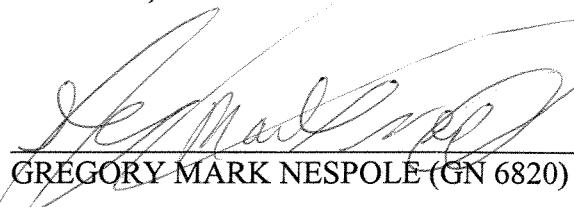
Scott E. Schutzman
Law Offices of Scott E. Schutzman
3700 S. Susan Street
Santa Ana, CA 92704

Michael D. Mosher
Law Firm of Michael D. Mosher
The Lovett Building
50 North Main Street
Paris, TX 75460

A. Anderson B. Dogali
Zala L. Forizs
Joel J. Ewusiak
Forizs & Dogali, P.L.
4301 Anchor Plaza Parkway, # 300
Tampa, FL 33634

Debbie R. Gross
The Law Offices of
Bernard M. Gross, P.C.
1515 Locust Street, 2nd Fl.
Philadelphia, PA 19102

Andrei V. Rado
Labaton Sucharow LLP
140 Broadway
New York, NY 10005


GREGORY MARK NESPOLE (GN 6820)